

Attachment 2

8. **Articles of Incorporation and Certificate of Authority to Transact Business in Illinois.**

OFFICE OF THE SECRETARY OF STATE



RESTATED
CERTIFICATE OF INCORPORATION

WHEREAS, the Restated Certificate of Incorporation of

SURETEL, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 14TH
day of JANUARY, 19 98.

A handwritten signature in cursive script, reading "Sam Cole", is written over a horizontal line.

Secretary of State

By:

A handwritten signature in cursive script, reading "Datto E. C. A. M.", is written over a horizontal line.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

CHICKASAW TELECOMMUNICATIONS SERVICES, INC.

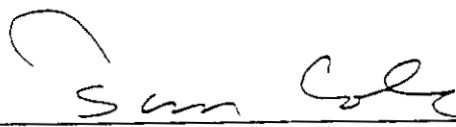
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

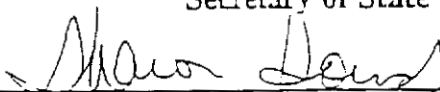
NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 21ST
day of JUNE, 1996.


Secretary of State

By: 

Resolution


The Board of Directors (Managers or Trustees) of Suratal, Inc.
Name of Corporation

adopted the following resolution:

RESOLVED, That the President or Vice President and Secretary or Assistant Secretary of this corporation are hereby authorized and instructed to execute the written consent thereof to be sued in the state of Kansas in the manner provided in K.S.A. 17-7301 *et seq.*, as amended.

The undersigned, duly certifies, states that he/she is an officer of the above-named corporation and that the foregoing is a true and correct copy of the resolution adopted by the Board of Directors (Managers or Trustees) of said corporation.

I declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.


Signature of Officer (EXACTLY as shown on application)
Asst Secretary
Office
1/29/98
Date

Irrevocable Consent

Know all Men by these Presents:

That Suratal, Inc.
Name of Corporation

a corporation organized under the laws of the state of Oklahoma, hereby consents, without power of revocation, that actions may be commenced against it in the proper court of any county in the state of Kansas where there is proper venue by service of process on the Secretary of State of the State of Kansas; and the corporation stipulates and agrees that such service shall be taken and held in all courts to be as valid and binding as if due service had been made upon the President and Secretary of the corporation.

IN WITNESS WHEREOF, Said corporation has caused these presents to be executed by its President or Vice President and its Secretary or Assistant Secretary this 25 day of JANUARY, A.D. 1998

 VP
Signature of President or Vice President (large one) EXACTLY as shown on application


Signature of Secretary or Assistant Secretary (large one) EXACTLY as shown on application

CERTIFICATE OF INCORPORATION
OF

FILED

JUN 21 1996

CHICKASAW TELECOMMUNICATIONS SERVICES, INC. ^{OKLA} SECRETARY OF STATE

For the purpose of forming a for-profit stock corporation under and by virtue of the Oklahoma General Corporation Act (hereinafter called the "Act"), the following Certificate of Incorporation is hereby adopted.

1. Name. The name of this corporation is Chickasaw Telecommunications Services, Inc. (hereinafter called "this Corporation").

2. Registered Office. The name and street address of the registered agent of this Corporation in the State of Oklahoma and the street address of the registered office of this Corporation in the State of Oklahoma, which is the same as the street address of its registered agent, are:

Larry Jones
124 W. Vinita
Sulphur, Oklahoma 73086

3. Term. The term of this Corporation shall be perpetual.

4. Purpose. The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under this Act.

5. Capital Stock. This Corporation is authorized to issue only one class of shares of capital stock, to be designated "common stock." The total number of shares of common stock which this corporation shall have authority to issue and the par value of each share of common stock are as follows:

Total Number of Shares	Par Value of Each Share	Total Authorized Common Stock
50,000	\$1.00	\$ 50,000

6. Incorporator. The name and mailing address of the incorporator is as follows:

Ron Comingdeer
6011 N. Robinson
Oklahoma City, Oklahoma 73118

7. Directors. The name and mailing address of the persons who are to serve as initial directors of the corporation until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

Royce Gaunt	Chief Executive Officer	124 W. Vinita Sulphur, OK 73086
J.B. Bright	President	124 W. Vinita Sulphur, OK 73086
R. Philip Baker	Executive Vice President	5 N. McCormick OKC, OK 73127
Jack Hester	Vice President	124 W. Vinita Sulphur, OK 73086
Elizabeth Saylors	Secretary	124 W. Vinita Sulphur, OK 73086

The number of the directors of this corporation shall be such as from time to time shall be fixed by or in the manner provided in the bylaws.

8. Bylaws. The bylaws for the governing of this corporation may be adopted, amended, altered, repealed or readopted by the board of directors at any stated or special meeting of such board, that the powers of such directors in this regard shall at all times be

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF SURETEL, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF OKLAHOMA HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 7TH
day of APRIL A.D. 1999 and of
the Independence of the United States the two
hundred and 23RD



Jesse White

Secretary of State